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MAY 13 '05 1-47 PM
SURFACE TRANSPORTATION BOARD

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May 13, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #6 to Full Service Master Lease Agreement, dated as of March 25, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	American Steel Processing Co. 11411 Landfill Road Panama City Beach, Florida 32413

Mr. Vernon A. Williams
May 13, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

7 gondola cars within the series MWCX 100236 – MWCX 100247 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Schedule #6 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MAY 13 '05 1-47 PM

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #6 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

AMERICAN STEEL PROCESSING CO.

as Lessee

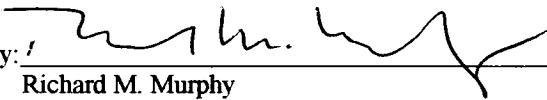
MEMORANDUM OF SCHEDULE #6 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #6 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of March 25, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and AMERICAN STEEL PROCESSING CO., a Florida Corporation ("Lessee"), with reference to the following:


1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #6 dated March 25, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of November 24, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #6.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #6 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

AMERICAN STEEL PROCESSING CO.

By: 
Name:
Title:

STATE OF MN, CITY OF Elk River, TO WIT:

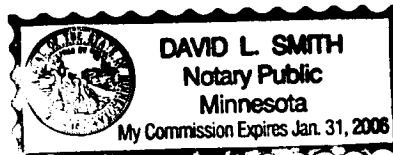
On this 12 day of April, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on April 12, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

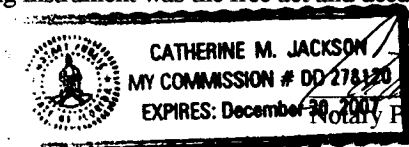
Notary Public

My commission expires: 1-31-06



STATE OF Florida, CITY OF Bay, TO WIT:

On this 31 day of march, 2004 before me appeared, Thomas J. Fanell, to me personally known, who being by me duly sworn, says that he is a Vice President, of AMERICAN STEEL PROCESSING CO., a Florida Corporation, that said instrument was signed and sealed on march 31, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

My commission expires:

Dec 30, 2007

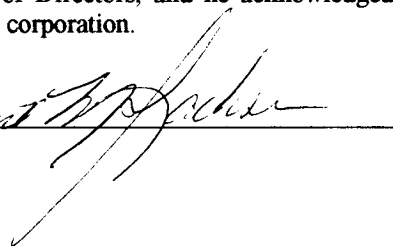


EXHIBIT A

DESCRIPTION OF RAILCARS

Up to seven (7) 6007 cube, 100-ton gondolas with 263,000 lb GRL; AAR Car Type Code E500 with the following marks and numbers:

MWCX 100236, 100238, 100239, 100242, 100244, 100245 and 100247